

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF MARYLAND  
(GREENBELT DIVISION)**

**ENTERED**

In re:	)	Chapter 11	DEC 20 2001
STARTEC GLOBAL COMMUNICATIONS	)		
CORPORATION, et al.,	)	Case No. 01-25013 (DK)	
	)		
Debtors.	)	(Pending Joint Administration)	

CLERK'S OFFICE  
U.S. BANKRUPTCY COURT  
DISTRICT OF MARYLAND  
GREENBELT

**ORDER PURSUANT TO SECTION 105(a) OF THE BANKRUPTCY CODE  
AUTHORIZING STARTEC GLOBAL OPERATING COMPANY  
TO PAY CLAIMS OF CRITICAL TRADE VENDORS**

Upon the motion (the "Motion") of Startec Global Operating Company ("Startec Operating") for an Order<sup>1/</sup> pursuant to Section 105(a) of the United States Code, 11 U.S.C. § 105(a) (the "Bankruptcy Code"), authorizing Startec Operating to pay prepetition claims (the "Critical Vendor Claims") of certain critical trade vendors (the "Critical Vendors"), all as more fully set out in the Motion; and upon consideration of the Declaration of Prabhav V. Maniyar in Support of First-Day Motions, and this Court having reviewed the Motion and having heard the statements of counsel in support of the relief requested therein at a hearing before the Court; it appearing to the Court that (a) it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b); due and sufficient notice of the Motion having been given under the circumstances; and the Court having determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, and all parties in interest, and all objections to the Motion having been withdrawn or

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<sup>1/</sup> All capitalized terms used in this Order have the meaning given to them in the Emergency Motion of Startec Global Operating Company Pursuant to Section 105(a) of the Bankruptcy Code for Authorization to Pay Claims of Critical Trade Vendors, dated December 17, 2001, unless otherwise provided in this Order.

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overruled; therefore, upon the Motion and all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED that the Motion is granted in its entirety, and that Startec Operating is authorized to pay prepetition Critical Vendor Claims to the Critical Vendors in an amount, as determined by Startec Operating's management, not to exceed \$3.5 million in the aggregate; and it is further

ORDERED that no Critical Vendor shall receive payment unless that Critical Vendor has agreed to provide postpetition services to Startec Operating on standard credit terms; and it is further

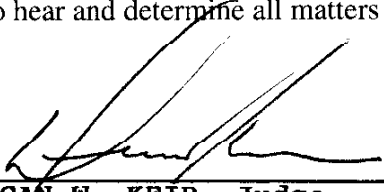
ORDERED that insofar as any amount due to a Critical Vendor and paid pursuant to this Order is in fact a debt owed to a Critical Vendor by an affiliate of Startec Operating, rather than Startec Operating itself, Startec Operating may nevertheless pay such amount (the "Intercompany Advance"), provided that in such circumstances such affiliate shall be obligated to repay the Intercompany Advance to Startec Operating; and it is further

ORDERED that the relief provided herein does not obligate or require Startec Operating to make any payment to any Critical Vendor, and shall not form the basis of any motion, by a Critical Vendor or any other creditor or party in interest, to compel Startec Operating to make any payment; and it is further

ORDERED that, notwithstanding Fed. R. Bankr. P. 6004(g), this Order shall be effective and enforceable immediately upon entry; and it is further

ORDERED that, this Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: 12/20, 2001  
Greenbelt, Maryland

  
DUNCAN W. KEIR, Judge  
United States Bankruptcy Court  
for the District of Maryland

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